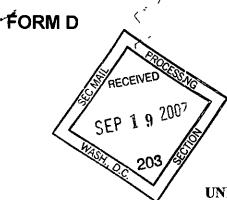
Prefix



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## **FORM D**

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:	April 30, 2008							
Estimated average burden								
hours per response	16.00							

Serial

SEC USE ONLY

07077373

PROCESSED

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THOMSON

FINANCIAL

	DATE RECEIVED					
Name of Offering (☐ check if this is an an	nendment and name h	as changed, and indic	ate change.)			
Bayswater Uranium Corporation / Offer	ing of Common Shar	es in Exchange for !	Mineral Properties <sup>(1</sup>	)		
Filing Under (Check box(es) that apply): Type of Filing:  New Filing	☐ Rule 504 ☐ Amendment	□ Rule 505	☑ Rule 506	☐ Section 4(6)	□ ULOE	
	A, B	ASIC IDENTIFICA	ATION DATA			
1. Enter the information requested about the						
Name of Issuer (☐ check if this is ar	amendment and nam	e has changed, and ir	dicate change.)			
Bayswater Uranium Corporation						
Address of Executive Offices Suite 510, 510 Burrard Street, Vancouv	•	lumber and Street, Ci , Canada V6C 3A8		Telephone Number (Inc 604-687-2153	cluding Area Code)	
Address of Principal Business Operations (if different from Executive Offices)	(1)	lumber and Street, Ci	ty, State, Zip Code)	Telephone Number (Inc	cluding Area Code)	
Brief Description of Business		***				
Mining, exploration, and development o	f mineral properties	i <b>.</b>				
Type of Business Organization	☐ limited partnersh	nin already formed	□ Other (pleas)	e specify)		_

☐ Other (please specify)

☐ Estimated

★ Actual

**GENERAL INSTRUCTIONS** 

□ Corporation
 □ C

☐ business trust

Actual or Estimated Date of Incorporation or Organization:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6)

□ limited partnership, already formed

☐ limited partnership, to be formed

Month

0 6

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State:

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address

Year

0 2

CN for Canada; FN for other foreign jurisdiction)

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

(1) The shares are being issued as partial consideration for the acquisition of a 100% interest in certain mineral claims located in New Mexico and Utah (the "Properties"), pursuant to two letter agreements (the "Agreements") with private corporate entities located in Nevada ("Vendors"). Pursuant to the letter agreement concerning the New Mexico property, the Issuer is obligated to issue to Vendors an aggregate of 1,000,000 common shares and pay an aggregate of US \$500,000 over a four year period. Pursuant to the letter agreement concerning the Utah property, the Issuer is obligated to issue to Vendors an aggregate of 500,000 common shares and US \$250,000 over a four year period.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				1720010g.11g.2.00.00
Reynolds, Damien					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
2400-1111 West Georgia Str	aat Vancouver R	C Canada V6F 4M3			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if	individual)	·			Managing Partner
Leary, George M. Business or Residence Addres	Alverbar and Str	ant City State 7in Code)			
Business of Residence Address	s (Number and Su	eet, City, State, Zip Code)			
Suite 510, 510 Burrard Stree	t Vancouver B.C	Canada V6C 3A8			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☑ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if	individual)				
Tanaka, Victor					
Business or Residence Address	s (Number and Str	eet, City, State, Zip Code)			
Suite 510, 510 Burrard Stree	t, Vancouver, B.C	., Canada V6C 3A8			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or
Full Name (Last name first, if	individual)		· · · · <del>- · · · · · · · · · · · · · · ·</del>	-	Managing Partner
* * **					
Armstrong, Ken Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
Suite 800, 625 Howe Street,				<b>5</b> 5	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if	individual)				
Gelmon, Mark					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
Suita F10 F10 Dumand State	t Vancousian D.C	Canada VCC 249			
Suite 510, 510 Burrard Stree Check Box(es) that Apply:	□ Promoter	Beneficial Owner		☐ Director	☐ General and/or
	- 477	Describing owner	El Excentre Officer	LI Bilector	Managing Partner
Full Name (Last name first, if	individual)				•
McGrath, Marion					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
Suite 510, 510 Burrard Street	t Vancouver B.C	Canada V6C 3A8			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)	<del></del>			Managing Partner
Davidson, Gord					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
Suite 510, 510 Burrard Stree	t Vansonnes P.C	Canada V&C 2AQ			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)		, = 11.		Managing Partner
	•				
D	- 011				
Business or Residence Address	s (Number and Str	eet, City, State, Zip Code)			
	f)	lee blank cheet or convend u	se additional conies of this shee	t ac necessary )	

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1 Heath	- incurar cold	or door the	icanas istas	d to call to	ana-adi	tad invasta	n in thin off				Yes	No 🗵
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									u	۵		
What is the minimum investment that will be accepted from any individual?									. \$ <u>N</u>	o minimum_		
					1.0						Yes	No
	<ol> <li>Does the offering permit joint ownership of a single unit?</li> <li>Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission</li> </ol>								. 🗵			
or simi listed i of the	ilar remuners s an associat broker or de the inform	ation for sol ed person o aler. If mor	icitation of r agent of a e than five (	purchasers : broker or de (5) persons	in connection caler register to be listed	n with sales ed with the	of securitie SEC and/or	es in the offer with a state	ering. If a p or states, li	erson to be st the name		
Full Name (	Last name firs	t, if individua	ıl)			_				·		
					NO	T APPLICA	BLE					
Business or	Residence Ad	dress (Numbe	er and Street,	City, State, Z								
N		D .I.										_
Name of As	sociated Broke	er or Dealer										
	ich Person Li			Is to Solicit F	urchasers			·				
	Il States" or cl											🗆 All States
(AL) (IL)	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[NJ] [TX]	(NM) [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
[KI]		[3D]	Lini	נואן	נטון	[ • 1 ]	(VA)	[WA]	[** *]	[441]	[ 44 1 ]	Įrkj
Full Name (	Last name firs	t, if individua	d)									
Business or	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							***************************************
		·			•							
Name of Ass	sociated Broke	er or Dealer	· · · · · · · · · · · · · · · · · · ·									
States in Wh	ich Person Li	sted Has Solie	cited or Intend	ls to Solicit F	urchasers					<u>.                                    </u>		
	II States" or cl		•									All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [Ml]	[GA] [MN]	[HI] [MS]	[ID] [MO]
(MŤ) (RI)	(NE) [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	(okj [WI]	[OR] [WY]	(PA) [PR]
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Full Name (	Last name firs	t, if individua	11)									
Business or	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
Name of Ass	sociated Broke	a as Dueles										
Name of As	sociated Broke	er or Dealer										
	ich Person Li					<del></del>						
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[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
r1	I	r1	F 1	f 1	[ ]	r - 1	r	F 1	F 1	r 1	1	F1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

L.	C. OFFERENCI RICE, NOMBER OF EVESTORS, EAT ENSES AND USE	OI TROCE				
1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this bo and indicate in the columns below the amounts of the securities offered for exchange and alread exchanged.	X				
		Aggre		Α	mou	nt Already
	Type of Security	Offerin	g Price		1	Sold
	Debt	\$		\$_		
	Equity	\$		\$_		
	☑ Common <sup>(1)</sup> ☐ Preferred					
	Convertible Securities (including Warrants)	\$		\$_		
	Partnership Interests	\$		\$		
	Other (Specify)	\$ 900,000*	(2)	<b>C</b> 0	0,000	±(3)
	Total	\$ 900,000*		_	0,000	
		φ <u>2004000</u>		¥ <u></u>	0,000	
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	te				
						gregate
			Number			r Amount urchases
	A		Investors			00* <sup>(3)</sup>
	Accredited Investors					
	Non-accredited Investors		0-			
	Total (for filings under Rule 504 only)	*****************	N/A	. 3	,	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.					
	sale of social and officially social and of type inside in 1 at 5 a question 1.		Type of		Doll	ar Amount
	Type of offering		Security			Sold
	Rule 505		N/A	. 5	<b>S</b>	N/A
	Regulation A		N/A		š	N/A
	Rule 504		N/A	5	S	N/A
	Total		N/A		S	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securitie in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	ne ot				
	Transfer Agent's Fees			]		
	Printing and Engraving Costs			]		
	Legal Fees			ב	<b>S</b>	
	Accounting Fees			כ	\$	
	Engineering Fees			]		
	Sales Commissions (specify finders' fees separately)			כ		
	Other Expenses (identify) Exchange fees			כ		
	Total			<b>-</b>	\$	(4)
	dnS .				. —	
(1)	The shares are being issued as partial consideration for the acquisition of a 100% interest in certain miner	ral claims loc	ated in New	Mex	ico a	nd Utah (th

C OFFERING DRICE MUMBER OF INVESTORS EVENNES AND USE OF PROCEEDS

(2) Represents the value of the aggregate amount of common shares to be issued under the Agreements, based on the price of \$.60 per share.

(3) Represents the value of the initial amount of common shares issued under the Agreements, based on the price of \$.60 per share.

<sup>(1)</sup> The shares are being issued as partial consideration for the acquisition of a 100% interest in certain mineral claims located in New Mexico and Utah (the "Properties"), pursuant to two letter agreements (the "Agreements") with private corporate entities located in Nevada ("Vendors"). Pursuant to the letter agreement concerning the New Mexico property, the Issuer is obligated to issue to Vendors an aggregate of 1,000,000 common shares and pay an aggregate of US \$500,000 over a four year period. Pursuant to the letter agreement concerning the Utah property, the Issuer is obligated to issue to Vendors an aggregate of 500,000 common shares and US \$250,000 over a four year period.

<sup>(4)</sup> The Issuer will not receive funds in connection with the issuance of its common shares under the Agreements, but instead will receive a 100% interest in the Properties.

<b>5</b> .	b. Enter the difference between the aggregate offerin Question 1 and total expenses furnished in response to P the "adjusted gross proceeds to the issuer."	art C - Question 4.a. This	differe	ence is		\$ <u>(4)</u>	
	estimate and check the box to the left of the estimate. The	e total of the payments list	ed must	equal			
				Payments to Officers, Directors & Affiliates		Paymen Other	
	Salaries and Fees			\$		\$	
	Purchase of real estate			\$		\$	
	Purchase, rental or leasing and installation of machinery and	• •		\$		\$	
	Construction or lease of plant buildings and facilities			\$	. 0	\$	
	Acquisition of other businesses (including the value of secu offering that may be used in exchange for the assets or secu issuer pursuant to a merger)  Repayment of indebtedness  Working capital	rities of another		\$ \$ \$		\$ \$ \$_	
	Other (specify) Acquisition of mineral properties			\$		\$	
						<u> </u>	
						\$	
	Column Totals			\$	. 🗆	\$	
	Total Payments Listed (column totals added)			□ \$	(4)	<u> </u>	
	D. FE	DERAL SIGNATURE	•				
gnati	suer has duly caused this notice to be signed by the undersigner constitutes an undertaking by the issuer to furnish to the ation furnished by the issuer to any non-accredited investor pure	U.S. Securities and Excl	ange C	Commission, upon v			
Issue	r (Print or Type)	Signature/	_	1/12//	7	Date	
	water Uranium Corporation	141-		VV VL	<u> </u>	Seft	1/0
Nam	e of Signer (Print or Type)	Title of Signer (Print or T	ype)			/	•
Vict	or Tanaka	Evecutive Vice President	+				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\*Cdn\$

(4) The Issuer will not receive funds in connection with the issuance of its common shares under the Agreements, but instead will receive a 100% interest in the Properties.

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

